

PACIFIC MERCANTILE BANCORP
Form 4
March 21, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLINTON GROUP INC

2. Issuer Name and Ticker or Trading Symbol
PACIFIC MERCANTILE BANCORP [PMBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

601 LEXINGTON AVENUE, 51ST FLOOR

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/12/2013		P	2,200 A \$ 5.68	1,411,974	I	See footnote ⁽¹⁾
Common Stock	03/12/2013		P	1,779 A \$ 5.69	1,413,753	I	See footnote ⁽¹⁾
Common Stock	03/12/2013		P	15,697 A \$ 5.75	1,429,450	I	See footnote ⁽¹⁾
Common Stock	03/13/2013		P	3,007 A \$ 5.78	1,432,457	I	See footnote ⁽¹⁾
Common Stock	03/13/2013		P	49,000 A \$ 5.8	1,481,457	I	See footnote ⁽¹⁾

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Common Stock	03/14/2013	P	1,700	A	\$ 5.91	1,483,157	I	See footnote ⁽¹⁾
Common Stock	03/14/2013	P	2,312	A	\$ 5.94	1,485,469	I	See footnote ⁽¹⁾
Common Stock	03/15/2013	P	4,283	A	\$ 6.12	1,489,752	I	See footnote ⁽¹⁾
Common Stock	03/15/2013	P	5,000	A	\$ 6.14	1,494,752	I	See footnote ⁽¹⁾
Common Stock	03/18/2013	P	1,500	A	\$ 6.1	1,496,252	I	See footnote ⁽¹⁾
Common Stock	03/18/2013	P	5,000	A	\$ 6.16	1,501,252	I	See footnote ⁽¹⁾
Common Stock	03/19/2013	P	2,200	A	\$ 6.21	1,503,452	I	See footnote ⁽¹⁾
Common Stock	03/19/2013	P	20,802	A	\$ 6.27	1,524,254	I	See footnote ⁽¹⁾
Common Stock	03/20/2013	P	5,000	A	\$ 6.08	1,529,254	I	See footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLINTON GROUP INC 601 LEXINGTON AVENUE 51ST FLOOR NEW YORK, NY 10022	X			

Signatures

Clinton Group, Inc., by: George Hall, President, By: /s/ George Hall

03/21/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

SBAV LP ("SBAV") directly owns 1,409,774 shares of common stock into which shares of Series B-2 Convertible 8.4% Noncumulative Preferred Stock are convertible. Clinton Magnolia Master Fund Ltd. ("Magnolia") directly owns 119,480 shares of common stock.

- (1) Clinton Group, Inc. ("Clinton") is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment manager of SBAV and Magnolia. Clinton disclaims beneficial ownership of any and all such securities in excess of their actual pecuniary interest.

Remarks:

Mr. Daniel Strauss, an employee of Clinton, serves as a member of the board of directors of the Issuer. Clinton. may therefore

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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